

UNIVERSITY OF SOUTH CAROLINA - UPSTATE

REPORT ON FINANCIAL STATEMENTS

**FOR THE YEAR ENDED
JUNE 30, 2011**

UNIVERSITY OF SOUTH CAROLINA - UPSTATE

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

The Board of Trustees
University of South Carolina
Columbia, South Carolina

We have audited the accompanying financial statements of the business-type activities of the University of South Carolina - Upstate (the Campus), a campus of the University of South Carolina (the University) as of and for the year ended June 30, 2011, which collectively comprise the Campus' basic financial statements as listed in the table of contents. These financial statements are the responsibility of the management of the University and the Campus. Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the financial statements of the USC Upstate Foundation (the Foundation). The financial statements of the Foundation represent the only discretely presented component of the Campus. The financial statements of the Foundation were audited by another auditor whose report thereon has been furnished to us, and our opinion, insofar as it relates to the amounts included for the Foundation, is based on the report of the other auditor.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit and the report of another auditor, provide a reasonable basis for our opinion.

As discussed in Note 1, the financial statements of the Campus are intended to present the financial position, and changes in financial position and cash flows, of only that portion of the business-type activities of the University that is attributable to the transactions of the Campus. They do not purport to, and do not, present fairly the financial position of the University as of June 30, 2011, and the changes in its financial position and its cash flows, where applicable, for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In our opinion, based on our audit and the report of another auditor, the financial statements referred to above present fairly, in all material respects, the financial position of the Campus as of June 30, 2011, and the changes in financial position and cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated October 14, 2011 on our consideration of the Campus' internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audits.

The Management's Discussion and Analysis on pages 3 through 7 is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However we did not audit the information and express no opinion on it.

Elliott Davis, LLC

Columbia, South Carolina
October 14, 2011

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Management's Discussion and Analysis
(Unaudited)

Overview of the Financial Statements and Financial Analysis

The University of South Carolina - Upstate (the Campus) is pleased to present its financial statements for fiscal year 2011. While audited financial statements for fiscal year 2010 are not presented with this report, condensed operations and financial position data will be presented in this section in order to illustrate certain increases and decreases. However, the emphasis of discussions about these statements will be on current year data. In addition, this discussion will focus on operations and financial position of the primary institution - the Campus - and will not include the discretely presented component unit, the USC Upstate Foundation.

This report consists of a series of financial statements, prepared in accordance with the Governmental Accounting Standards Board (GASB) Codification Sections 2100-2900, *Financial Reporting*, and Co5, *Colleges and Universities*. The financial statements presented focus on the financial condition of the Campus, the results of operations, and cash flows of the Campus as a whole.

There are three financial statements presented: the Statement of Net Assets; the Statement of Revenues, Expenses and Changes in Net Assets; and, the Statement of Cash Flows. These statements present financial information in a format similar to that used by private corporations. The Campus' net assets (the difference between assets and liabilities) are one indicator of the improvement or erosion of the Campus' financial health when considered with non-financial facts such as enrollment levels and the condition of the facilities.

This discussion and analysis of the Campus' financial statements provides an overview of its financial activities for the year.

Statement of Net Assets

The Statement of Net Assets presents the assets, liabilities, and net assets of the Campus as of the end of the fiscal year. The Statement of Net Assets is a point of time financial statement. The purpose of the Statement of Net Assets is to present to the readers of the financial statements a fiscal snapshot of the Campus. The Statement of Net Assets presents end-of-year data concerning Assets (property that we own and what we are owed by others), Liabilities (what we owe to others and have collected from others before we have provided the service), and Net Assets (assets minus liabilities). It is prepared under the

accrual basis of accounting, where revenues and assets are recognized when the service is provided and expenses and liabilities are recognized when others provide the service to us, regardless of when cash is exchanged.

From the data presented, readers of the Statement of Net Assets are able to determine the assets available to continue the operations of the institution. They are also able to determine how much the institution owes vendors, investors, and lending institutions. Finally, the Statement of Net Assets provides a picture of the net assets and their availability for expenditure by the institution.

Net assets are divided into three major categories. The first category, invested in capital assets, net of related debt, provides the institution's equity in property, plant, and equipment owned by the institution. The next asset category is restricted net assets, which is divided into two categories, nonexpendable and expendable. Restricted nonexpendable net assets consist solely of the Campus' permanent endowment funds and are only available for investment purposes. Expendable restricted net assets are available for expenditure by the institution but must be spent for purposes as determined by donors and/or external entities that have placed time or purpose restrictions on the use of the assets. The final category is unrestricted net assets. Unrestricted assets are available to the institution for any lawful purpose of the institution.

- Total assets of the Campus increased by \$2.4 million. Current assets increased by \$3.9 million driven by the increase in unrestricted net assets.
- The decrease in net capital assets is primarily attributable to current year additions of \$1.6 million offset by current year depreciation of \$3.1 million.
- The decrease in noncurrent liabilities of \$1.7 million is primarily attributable to the scheduled payments of long term bonds.
- Total net assets of the Campus increased by \$4.0 million. The increase is driven by the increase in unrestricted net assets attributed mainly to tuition increases and higher student enrollment.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Management's Discussion and Analysis
(Unaudited)

Summary of Net Assets

	<u>2011</u>	<u>2010</u>	<u>Increase/ (Decrease)</u>	<u>Percent Change</u>
Assets				
Current Assets	\$ 24,661,750	\$ 20,764,969	\$ 3,896,781	18.77%
Capital Assets, Net	71,814,426	73,291,149	(1,476,723)	(2.01%)
Other Noncurrent Assets	<u>1,165,189</u>	<u>1,177,511</u>	<u>(12,322)</u>	(1.05%)
Total Assets	<u>97,641,365</u>	<u>95,233,629</u>	<u>2,407,736</u>	2.53%
Liabilities				
Current Liabilities	4,956,898	4,862,263	94,635	1.95%
Noncurrent Liabilities	<u>45,057,106</u>	<u>46,708,366</u>	<u>(1,651,260)</u>	(3.54%)
Total Liabilities	<u>50,014,004</u>	<u>51,570,629</u>	<u>(1,556,625)</u>	(3.02%)
Net Assets				
Invested in capital assets, net of related debt	26,830,223	26,747,649	82,574	0.31%
Restricted - nonexpendable	158,605	158,605	-	0.00%
Restricted - expendable	4,980,161	7,303,189	(2,323,028)	(31.81%)
Unrestricted	<u>15,658,372</u>	<u>9,453,557</u>	<u>6,204,815</u>	65.63%
Total Net Assets	<u>\$ 47,627,361</u>	<u>\$ 43,663,000</u>	<u>\$ 3,964,361</u>	9.08%

Unrestricted net assets result from accumulated excesses of revenue over expenses derived from Campus operations. The Campus' unrestricted net assets are derived from state appropriations, student fees, institutional revenue and auxiliary operations that are not restricted for specific purposes. Unrestricted net assets include balances from operations of Education and General (E&G) activities, auxiliary enterprises, quasi-endowments and unexpended plant funds. Although unrestricted net assets are not subject to externally imposed stipulations, most of these resources have been committed for specific Campus activities including academic and research programs, capital projects, and significant upgrades to the campus technology network.

Unrestricted net assets increased by \$6.2 million, based on the following:

- Education and general - increase of \$5.3 million due to additional tuition collections from tuition increases and higher student enrollments. Despite a reduction of state appropriations for the Campus totaling more than \$6.8 million since the 2008 fiscal year, academic funds remain available to support faculty hiring and associated start up costs.
- With the availability of \$2.1 million in stimulus funding for the State Fiscal Stabilization Funds, the Campus experienced an increase in operating funds carried forward as some recurring expenditures were covered with one-time Federal funds.
- Auxiliaries - increase of approximately \$500,000 from fiscal year 2010 led by increases in housing due to higher occupancy rates and a slight increase in fees and increased support for athletic programs.
- Increase in unexpended plant of approximately \$660,000 following collections for renovation reserves due to enrollment gains.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Management's Discussion and Analysis
(Unaudited)

Statement of Revenues, Expenses and Changes in Net Assets

The Statement of Revenues, Expenses and Changes in Net Assets presents the revenues earned and expenses incurred during the year. Activities are reported as either operating or non-operating. A public University's dependency on state aid and gifts will result in operating deficits. The GASB requires state appropriations and gifts to be classified as non-operating revenues. The utilization of long-lived assets, referred to as Capital Assets, is reflected in the financial statements as depreciation, which amortizes the cost of an asset over its expected useful life.

Changes in total net assets as presented on the Statement of Net Assets are based on the activity presented in the Statement of Revenues, Expenses and Changes in Net Assets. The purpose of the statement is to present the revenues received by the institution, both operating and non-operating, and the expenses paid by the institution, operating and non-operating, and any other revenues, expenses, gains and losses received or spent by the institution.

Operating revenues are received for providing goods and services to the various customers and constituencies of the institution. Operating expenses are those expenses paid to acquire or produce the goods and services provided in return for the operating revenues, and to carry out the mission of the institution. Non-operating revenues are revenues received for which goods and services are not provided. State capital appropriations and capital grants and gifts are considered neither operating nor non-operating revenues and are reported after "Income before other revenues and transfers."

The Statement of Revenues, Expenses and Changes in Net Assets reflects a positive year with an increase in Net Assets at the end of the year. Some highlights of the information presented on this Summary are as follows:

- A net \$1.1 million increase in student tuition and fees and an increase in sales and service of educational and other activities of approximately \$716,000 were responsible for the overall \$2.7 million increase in operating revenues. The increase in student tuition and fees is due both to enrollment and tuition increases of 5.0%. The tuition increase is necessary for meeting the Campus' mission and strategic goals especially as state appropriations decline.
- Operating expenses increased \$2.1 million, approximately 3.3 percent. The increased expenditures reflect the recalibration of the operating budget to the mission following the financial downturn. Minimal increases in compensation and benefits indicate no state pay package increase but an increase in employee benefits for health insurance and the filling of long standing vacancies.
- Nonoperating revenues increased \$1.3 million despite continued reductions in state appropriations. The State Fiscal Stabilization Funds from the Federal stimulus are recorded as nonoperating federal grants. Of the \$2.1 million available for the Campus, all funds and the prior year balance were utilized for one time expenditures. Also included as non-operating federal grants is additional Pell Grant revenue received of \$4.1 million more than the prior year, an increase of 17%.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Management's Discussion and Analysis
(Unaudited)

**Summary of Revenues, Expenses
and Changes in Net Assets**

	2011	2010	Increase/ (Decrease)	Percent Change
Operating Revenues:				
Student tuition and fees	\$ 50,258,749	\$ 46,866,107	\$ 3,392,642	7.24%
Less: scholarship allowance	(23,501,552)	(21,162,924)	2,338,628	11.05%
Federal grants and contracts	3,803,100	2,965,825	(837,275)	(28.23%)
State grants and contracts	10,174,111	9,596,936	577,175	6.01%
Local grants and contracts	7,906	13,837	(5,931)	(42.86%)
Nongovernmental grants and contracts	231,494	207,807	23,687	11.40%
Sales and services of educational and other activities	2,599,254	1,883,552	715,702	38.00%
Sales and services of auxiliary enterprises	5,397,118	5,401,522	(4,404)	(0.08%)
Less: scholarship allowance	(327,979)	(398,080)	(70,101)	(17.61%)
Interest collected on student loans	10,387	10,650	(263)	(2.47%)
Other fees	207,232	310,353	(103,121)	(33.23%)
Other operating revenues	<u>444,291</u>	<u>886,120</u>	(441,829)	(49.86%)
Total operating revenues	<u>49,304,111</u>	<u>46,581,705</u>	2,722,406	5.84%
Operating Expenses:				
Salaries and wages	32,028,673	31,356,172	672,501	2.14%
Fringe benefits	8,849,180	8,520,413	328,767	3.86%
Services and supplies	18,272,113	17,368,777	903,336	5.20%
Utilities	1,865,578	1,870,072	(4,494)	(0.24%)
Scholarships and fellowships	2,083,177	1,987,191	95,986	4.83%
Depreciation expense	<u>3,090,562</u>	<u>2,963,743</u>	126,819	4.28%
Total operating expenses	<u>66,189,283</u>	<u>64,066,368</u>	2,122,915	3.31%
Operating loss	(16,885,172)	(17,484,663)	599,491	3.43%
Net nonoperating revenues	<u>20,974,261</u>	<u>19,643,995</u>	1,330,266	6.77%
Income before other revenues and transfers	4,089,089	2,159,332	1,929,757	89.37%
Other revenues and transfers	<u>(124,728)</u>	<u>96,296</u>	(221,024)	(229.53%)
Increase in net assets	3,964,361	2,255,628	1,708,733	75.75%
Net assets at beginning of year	<u>43,663,000</u>	<u>41,407,372</u>	2,255,628	5.45%
Net assets at end of year	<u>\$ 47,627,361</u>	<u>\$ 43,663,000</u>	\$ 3,964,361	9.08%

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Management's Discussion and Analysis
(Unaudited)

Statement of Cash Flows

The final statement presented is the Statement of Cash Flows. The Statement of Cash Flows presents detailed information about the cash activity of the institution during the year. The statement is divided into five parts. The first part deals with operating cash flows and shows the net cash used by the operating activities of the institution. The second section reflects cash flows from non-capital financing activities. This section reflects the cash received and spent for non-operating, non-investing, and non-capital financing purposes. The third section deals with cash flows from capital and related financing activities. This section deals with the cash used for the acquisition and construction of capital and related items. The fourth section reflects the cash flows from investing activities and shows the purchases, proceeds, and interest received from investing activities. The fifth section reconciles the net cash used to the operating income or loss reflected on the Statement of Revenues, Expenses, and Changes in Net Assets.

Capital Asset and Debt Administration

The Fall of 2010 saw the dedication of the Dr. Lawrence Roel Garden Pavilion and the Susan Jacobs Arboretum which will allow students to study natural sciences in a beautiful outdoor classroom. This project's budget was \$155,000 and was funded through the Foundation as well as internal capital project funds.

The Campus' indebtedness consists of bonds payable of \$44,835,000 used to construct housing and a health education complex.

Economic Outlook

The economic position of the Campus continues to be loosely tied to that of the State of South Carolina (the State) as evidenced by the Campus' sustained strong financial performance despite significant reductions in state appropriations. The State closed the fiscal year 2011 with a surplus for the second straight year. The Campus received a significant state funding reduction to begin the 2011 year totaling \$2.1 million. Along with all public higher education institutions in South Carolina, the Campus received a 5% state appropriations reduction to begin the 2012 fiscal year. Although the State is off to a strong start in the current fiscal year, due to annualizations of entitlement programs and the ongoing need to fund K-12 education, planning is underway to budget another recurring reduction in state funding to start the 2013 fiscal year based on preliminary indications from the State.

The University of South Carolina's (the University) overall financial position remains strong, despite reductions in state appropriations. The University relies on tuition and fees to support the general operating budget and is aware of state funding support when tuition and fees are set. Tuition increases for the 2012 fiscal year were above the Higher Education Price Index (HEPI) but did not replace the full impact of state budget reduction to cover all inflationary needs. Resident undergraduate tuition for the Campus is comparable to similar institutions in South Carolina. In Fall 2010, demand for enrollment and interest in the Campus remained strong with an increase in full-time equivalent enrollment. Enrollment remained constant in Fall 2011.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE

Statement of Net Assets

June 30, 2011

ASSETS

Current assets:

Cash and cash equivalents	\$ 17,089,326
Accounts receivable, net	1,202,700
Inventories	826,038
Prepaid items	250,414
Restricted - cash and cash equivalents	5,278,816
Funds due from others	<u>14,456</u>
Total current assets	<u>24,661,750</u>

Noncurrent assets:

Investments	53,605
Notes receivable	105,000
Restricted - cash and cash equivalents	80,174
Restricted - federal student loans receivable	926,410
Capital assets, net of accumulated depreciation	<u>71,814,426</u>
Total noncurrent assets	<u>72,979,615</u>
Total assets	<u>97,641,365</u>

LIABILITIES

Current liabilities:

Accounts payable	881,838
Retainage payable - current portion	18,495
Accrued interest payable	274,320
Accrued payroll and related liabilities	303,812
Accrued compensated absences - current portion	785,178
Capital lease obligation - current portion	56,083
Long-term debt - current portion	1,630,456
Deferred revenues	908,177
Deposits	7,067
Other liabilities	2,223
Funds held for others	<u>89,249</u>
Total current liabilities	<u>4,956,898</u>

Noncurrent liabilities:

Accrued compensated absences	885,414
Federal loan funds	874,028
Capital lease obligation	502,694
Long-term debt	<u>42,794,970</u>
Total noncurrent liabilities	<u>45,057,106</u>
Total liabilities	<u>50,014,004</u>

NET ASSETS

Invested in capital assets, net of related debt	26,830,223
Restricted for:	
Nonexpendable	158,605
Expendable	
Scholarships, research, instruction, and other	619,602
Loans	130,602
Capital projects	4,179,978
Debt service	49,979
Unrestricted	<u>15,658,372</u>
Total net assets	<u>\$ 47,627,361</u>

See accompanying notes to the financial statements which are an integral part of these statements.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Statement of Revenues, Expenses and Changes in Net Assets
For the year ended June 30, 2011

OPERATING REVENUES

Student tuition and fees (\$2,688,847 pledged for bonds)	\$ 50,258,749
Less scholarship allowance	(23,501,552)
Federal grants and contracts	3,803,100
State grants and contracts	10,174,111
Local grants and contracts	7,906
Nongovernmental grants and contracts	231,494
Sales and services of educational and other activities	2,599,254
Sales and services of auxiliary enterprises (\$2,167,738 pledged for bonds)	5,397,118
Less scholarship allowance	(327,979)
Interest collected on student loans	10,387
Other fees	207,232
Other operating revenues	444,291
	<hr/>
Total operating revenues	49,304,111

OPERATING EXPENSES

Salaries and wages	32,028,673
Fringe benefits	8,849,180
Services and supplies	18,272,113
Utilities	1,865,578
Scholarships and fellowships	2,083,177
Depreciation expense	3,090,562
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Total operating expenses	66,189,283
	<hr/>
Operating loss	(16,885,172)

NONOPERATING REVENUES (EXPENSES)

State appropriations	8,548,380
Federal grants	13,692,093
Gifts	496,288
Investment income	301,928
Endowment income	8,418
Loss on disposal of capital assets	(12,176)
Interest on capital asset related debt	(2,060,670)
	<hr/>
Net nonoperating revenues	20,974,261
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Income before other revenues and transfers	4,089,089
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Capital grants and gifts	160,160
Transfers to other state funds, net	(260,469)
Transfers to other campuses, net	(24,419)
	<hr/>
Change in net assets	3,964,361
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NET ASSETS - BEGINNING OF YEAR	43,663,000
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NET ASSETS - END OF YEAR	\$ 47,627,361

See accompanying notes to the financial statements which are an integral part of these statements.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE

Statement of Cash Flows

For the year ended June 30, 2011

OPERATING ACTIVITIES

Student tuition and fees	\$ 27,148,361
Research grants and contracts	14,370,209
Sales and services of educational and other activities	2,605,798
Sales and services of auxiliary enterprises	5,149,477
Student loans disbursed	(140,213)
Student loans collected	127,503
Interest collected on student loans	10,387
Inflows from federal family education loans	32,154,886
Outflows from federal family education loans	(32,516,422)
Payments to employees for services	(31,939,299)
Payments to employees for benefits	(8,839,957)
Payments to suppliers	(20,122,362)
Payments to students for scholarships and fellowships	(2,083,177)
Other receipts	652,508
Inflows from agency funds	1,601,494
Outflows from agency funds	<u>(1,453,437)</u>
Net cash used by operating activities	<u>(13,274,244)</u>

NONCAPITAL FINANCING ACTIVITIES

State appropriations	8,548,380
Federal grants	13,692,093
Gifts	615,179
Transfers to other state funds/campuses, net	(301,344)
Federal loan liability	<u>(11,577)</u>
Net cash provided by noncapital financing activities	<u>22,542,731</u>

CAPITAL AND RELATED FINANCING ACTIVITIES

Proceeds from capital debt	918,744
Capital grants and gifts	87,944
Purchase and construction of capital assets	(1,754,297)
Principal paid on capital asset related debt	(2,493,829)
Interest paid on capital asset related debt	<u>(2,067,369)</u>
Net cash used by capital and related financing activities	<u>(5,308,807)</u>

INVESTING ACTIVITIES

Investment income	352,542
Endowment income	<u>8,418</u>
Net cash provided by investing activities	<u>360,960</u>
Net increase in cash and cash equivalents	<u>4,320,640</u>

Cash and cash equivalents, beginning of year	<u>18,127,676</u>
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Cash and cash equivalents, end of year	<u><u>\$ 22,448,316</u></u>
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Reconciliation of cash and cash equivalents

Cash and cash equivalents	\$ 17,089,326
Restricted - cash and cash equivalents, current	5,278,816
Restricted - cash and cash equivalents, noncurrent	<u>80,174</u>
	<u><u>\$ 22,448,316</u></u>

UNIVERSITY OF SOUTH CAROLINA - UPSTATE

Statement of Cash Flows

For the year ended June 30, 2011

**Reconciliation of net operating loss to net cash
used by operating activities**

Operating loss	\$ (16,885,172)
Adjustments to reconcile operating loss to net cash used by operating activities	
Depreciation expense	3,090,562
Student loans cancelled	20,508
Change in current assets and liabilities	
Accounts receivable, net	411,619
Student loans receivable	(12,710)
Inventories	(103,648)
Prepaid items	(86,186)
Accounts payable	182,093
Retainage payable - non-capital	2,562
Accrued payroll	38,592
Accrued benefits	9,223
Accrued annual leave and related liabilities	50,782
Deferred revenues	223,520
Deposits	(3,495)
Other liabilities	985
Funds held for others	(213,479)
Net cash used by operating activities	<u><u>\$ (13,274,244)</u></u>

NONCASH TRANSACTIONS

Gifts of capital assets reducing proceeds of capital grants and gifts	<u><u>\$ 71,000</u></u>
Transfer of capital assets to other campuses, net	<u><u>\$ 16,456</u></u>
Loss on disposal of capital assets	<u><u>\$ (12,176)</u></u>

See accompanying notes to the financial statements which are an integral part of these statements.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
USC Upstate Foundation
Non-Governmental Discretely Presented Component Unit
Condensed Statement of Financial Position
June 30, 2011

ASSETS

Cash and cash equivalents	\$ 5,186,811
Investments	10,965,462
Assets held in trust	213,348
Accounts receivable	507
Contributions receivable, net	7,353,305
Prepaid expenses	3,445,431
Other assets	131,483
Fixed assets, net of depreciation	<u>29,482,859</u>
Total assets	<u><u>\$ 56,779,206</u></u>

LIABILITIES

Accounts payable	\$ 376,356
Bonds and notes payable	35,504,316
Other liabilities	<u>5,490,444</u>
Total liabilities	<u>41,371,116</u>

NET ASSETS

Unrestricted	716,520
Temporarily restricted	11,163,387
Permanently restricted	<u>3,528,183</u>
Total net assets	<u>15,408,090</u>
Total liabilities and net assets	<u><u>\$ 56,779,206</u></u>

See accompanying notes to the financial statements which are an integral part of these statements.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
USC Upstate Foundation
Non-Governmental Discretely Presented Component Unit
Condensed Statement of Activities
For the year ended June 30, 2011

CHANGES IN UNRESTRICTED NET ASSETS:

Revenues, gains and other support	
Contributions	\$ 889,895
Investment returns	992,525
Earned income	1,681,729
Other	8,741
Loss on disposal of assets	(11,204)
Net assets released from restrictions:	
Satisfaction of program restrictions	<u>4,875,737</u>
Total revenues, gains and other support	<u>8,437,423</u>
Expenses	
Scholarships and student assistance	78,716
Program services	3,289,620
Supporting services	<u>2,953,348</u>
Total expenses	<u>6,321,684</u>
Excess revenues over expenses	2,115,739
Interest rate swap fair value adjustment	<u>371,029</u>
Change in unrestricted net assets	<u>2,486,768</u>

CHANGES IN TEMPORARILY RESTRICTED NET ASSETS

Contributions	682,683
Investment returns	317,673
Other	87,820
Net assets released from restrictions:	
Transfers	(101,962)
Satisfaction of program restrictions	<u>(4,875,737)</u>
Change in temporarily restricted net assets	<u>(3,889,523)</u>

CHANGES IN PERMANENTLY RESTRICTED NET ASSETS

Contributions	125,553
Net assets released from restrictions:	
Transfers	<u>101,962</u>
Change in permanently restricted net assets	<u>227,515</u>
Change in net assets	(1,175,240)

NET ASSETS, BEGINNING OF YEAR	<u>16,583,330</u>
NET ASSETS, END OF YEAR	<u>\$ 15,408,090</u>

See accompanying notes to the financial statements which are an integral part of these statements.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE

Notes to the Financial Statements

Note 1 - Summary Of Significant Accounting Policies

Nature of Operations

The University of South Carolina - Upstate (the Campus) is a State-supported, coeducational institution of higher education and is one of eight campuses of the University of South Carolina (the University). The Campus' primary purpose is to provide undergraduate education to students and conduct research and other activities that advance fundamental knowledge.

Reporting Entity

The financial reporting entity, as defined by Governmental Accounting Standards Board (GASB) Codification Section 2100, *Defining the Financial Reporting Entity*, consists of the primary government, organizations for which the primary government is financially accountable and other organizations for which the nature and significance of their relationship with the primary government are such that exclusion could cause the financial statements to be misleading or incomplete. GASB Codification Section 2600, *Reporting Entity and Component Unit Presentation and Disclosure* provides criteria for determining whether certain organizations should be reported as component units based on the nature and significance of their relationship with a primary government and classifies reporting requirements for those organizations. Based on these criteria, the financial statements include the University as the primary government and other related entities as discretely presented component units.

The University is part of the primary government of the State of South Carolina because it is financially accountable to and fiscally dependent on the State. Its Board of Trustees is appointed by the Governor and/or the General Assembly of the State.

The Campus' discretely presented component unit is discussed in Note 11.

Financial Statements

The financial statement presentation for the Campus meets the requirements of GASB Codification Sections 2100-2900, *Financial Reporting*, and Co5, *Colleges and Universities*. The financial statement presentation provides a comprehensive, entity-wide perspective of the Campus' net assets, revenues, expenses and changes in net assets and cash flows.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect

the reported amounts of assets, liabilities, revenues and expenses and affect disclosure of contingent assets and liabilities at the date of the financial statements. Significant estimates used include separation of accrued compensated absences between current and non-current and depreciation expense. Actual results could differ from those estimates.

Basis of Accounting

For financial reporting purposes, the Campus is considered a special-purpose government engaged only in business-type activities. Accordingly, the Campus' financial statements have been presented using the economic resources measurement focus and the accrual basis of accounting. Under the accrual basis, revenues are recognized when earned, and expenses are recorded when an obligation has been incurred. Student tuition and auxiliary enterprise fees are presented net of scholarships and fellowships applied to student accounts, while stipends and other payments made directly are presented as scholarship and fellowship expenses. All significant intra-agency transactions have been eliminated.

The Campus has elected not to apply *Financial Accounting Standards Board (FASB)* pronouncements issued after November 30, 1989.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Campus considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. Funds invested through the State of South Carolina State Treasurer's Office cash management pool are considered cash equivalents. Restricted cash and cash equivalents are comprised of bond proceeds, debt service funds and externally restricted funds.

Investments

The Campus accounts for its investments at fair value in accordance with GASB Codification Section 150, *Investments*. Changes in unrealized gain (loss) on the carrying value of investments are reported as a component of investment income in the statement of revenues, expenses and changes in net assets.

Accounts Receivable

Accounts receivable consist of tuition and fee charges to students and auxiliary enterprise services provided to students, faculty and staff. Accounts receivable also include amounts due from the Federal government, state and local governments, or private sources, in connection with reimbursement of allowable expenditures made pursuant to

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

the University's grants and contracts. Accounts receivable are recorded net of estimated uncollectible amounts.

Inventories

Inventories are carried at the lower of cost or market as determined by various methods.

Noncurrent Cash and Investments

Noncurrent cash and investments primarily consist of federal student loan funds. These funds are externally restricted and are classified as noncurrent assets in the statement of net assets.

Prepaid Items

Expenditures for services paid for in the current or prior fiscal years and benefiting more than one accounting period are allocated among accounting periods. Amounts reported in this asset account consist primarily of rent, subscriptions, library periodicals, maintenance and service agreements, and travel reservations and deposits.

Capital Assets

Capital assets are recorded at cost at the date of acquisition or fair market value at the date of donation in the case of gifts. The Campus follows capitalization guidelines established by the State of South Carolina. All land is capitalized, regardless of cost. Qualifying improvements that rest in or on the land itself are recorded as depreciable land improvements. Major additions and renovations and other improvements that add to the usable space, prepare existing buildings for new uses, or extend the useful life of an existing building are capitalized. The Campus capitalizes movable personal property with a unit value in excess of \$5,000 and a useful life in excess of two years and depreciable land improvements, buildings and improvements, and intangible assets costing in excess of \$100,000. Routine repairs and maintenance and library materials, except individual items costing in excess of \$5,000, are charged to operating expenses in the year in which the expense was incurred.

Depreciation is computed using the straight-line method over the estimated useful lives of the assets, generally 15 to 50 years for buildings and improvements and land improvements and 2 to 25 years for machinery, equipment, and vehicles. A full year of depreciation is taken the year the asset is placed in service and no depreciation is taken in the year of disposition.

The Campus capitalizes as a component of construction in progress interest cost in excess of earnings on invested debt proceeds associated with the capital projects. Therefore

asset values in capital assets include such interest costs. There was no capitalized interest for fiscal year 2011.

Deferred Revenues and Deposits

Deferred revenues include amounts received for tuition and fees and certain auxiliary activities prior to the end of the fiscal year but related to the subsequent accounting period. Deferred revenues also include amounts received from grant and contract sponsors that have not yet been earned.

Deposits represent dormitory room deposits, security deposits for possible room damage and key loss, and other miscellaneous deposits. Student deposits are recognized as revenue during the semester for which the fee is applicable and earned when the deposit is nonrefundable to the student under the forfeit terms of the agreement.

Compensated Absences

Employee vacation pay expense is accrued at year-end for financial statement purposes. The liability and expense incurred are recorded at year-end as accrued compensated absences in the statement of net assets, and as a component of compensation and benefit expense in the statement of revenues, expenses and changes in net assets.

Noncurrent Liabilities

Noncurrent liabilities include (1) principal amounts of bonds payable; (2) estimated amounts for accrued compensated absences and other liabilities that will not be paid within the next fiscal year; and (3) other liabilities that, although payable within one year, are to be paid from funds that are classified as noncurrent assets.

Net Assets

The Campus' net assets are classified as follows:

Invested in capital assets, net of related debt: This represents the Campus' total investment in capital assets, net of outstanding debt obligations related to those capital assets. To the extent debt has been incurred but not yet expended for capital assets, such amounts are not included as a component of invested in capital assets, net of related debt.

Restricted net assets - expendable: Restricted expendable net assets include resources in which the Campus is legally or contractually obligated to spend resources in accordance with restrictions imposed by external third parties.

Restricted net assets - nonexpendable: Nonexpendable restricted net assets consist of endowment and similar type funds in which donors or other outside sources have stipulated, as a condition of the gift instrument, that the

UNIVERSITY OF SOUTH CAROLINA - UPSTATE

Notes to the Financial Statements

principal is to be maintained inviolate and in perpetuity, and invested for the purpose of producing present and future income, which may either be expended or added to principal.

Unrestricted net assets: Unrestricted net assets represent resources derived from student tuition and fees, appropriations, and sales and services of educational departments and auxiliary enterprises. These resources are used for transactions relating to the educational and general operations of the Campus, and may be used at the discretion of the governing board to meet current expenses for any purpose.

The Campus policy for applying expenses that can use both restricted and unrestricted resources is delegated to the departmental administrative level. General practice is to first apply the expense to restricted resources then to unrestricted resources.

Donor- Restricted Assets

The Campus policy for the treatment of net appreciation (depreciation) on investments of donor- restricted endowments increases or decreases endowment principal. These amounts are not authorized for expenditure. The Campus applies the total-return policy for the expenditure of investment or endowment income.

Income Taxes

The University is a political subdivision of the State of South Carolina and, is therefore, generally exempt from federal and state income taxes under applicable federal and state statutes and regulations on related income. Certain activities of the Campus may be subject to taxation as unrelated business income.

Classification of Revenues

The Campus has classified its revenues as either operating or nonoperating revenues according to the following criteria:

Operating revenues: Operating revenues generally result from exchange transactions to provide goods or services related to the Campus' principal ongoing operations.

These revenues include:

- (1) student tuition and fees received in exchange for providing educational services, housing, and other related services to students;
- (2) receipts for scholarships including federal grants and contract revenue where the governmental agency has identified the qualified student recipients;

- (3) fees received from organizations and individuals in exchange for miscellaneous goods and services provided by the University; and
- (4) grants and contracts that are essentially the same as contracts for services that finance programs the University would not otherwise undertake.

Nonoperating revenues: Nonoperating revenues include activities that have the characteristics of nonexchange transactions. These revenues include gifts and contributions, appropriations, Pell grant, State Fiscal Stabilization funds, investment income, and any grants and contracts that are not classified as operating revenue or restricted by the grantor to be used exclusively for capital purposes.

Scholarship Discounts and Allowances

Student tuition and fee revenues, and certain other revenues from students, are reported net of scholarship discounts and allowances in the statement of revenues, expenses and changes in net assets. Scholarship discounts and allowances are the difference between the stated charge for goods and services provided by the Campus, and the amount that is paid by students and/or third parties making payments on the students' behalf.

Certain governmental grants, such as Pell grants, and other federal, state or nongovernmental programs, are recorded as either operating or nonoperating revenues in the Campus' financial statements.

To the extent that revenues from such programs are used to satisfy tuition and fees and other student charges, the Campus has recorded a scholarship discount and allowance.

Rebatable Arbitrage

Arbitrage involves the investment of proceeds from the sale of tax-exempt securities in a taxable investment that yields a higher rate of return, resulting in income in excess of interest costs. Federal law requires entities to rebate to the government such income on tax-exempt debt if the yield from these earnings exceeds the effective yield on the related tax-exempt debt issued.

Governmental units that issue no more than \$5 million in total of all such debt in a calendar year are exempt from the rebate requirements. For this purpose, tax-exempt indebtedness includes bonds and certain capital leases and installment purchases. Rebates are payable every five years or at maturity of the debt, whichever is earlier. However, the potential liability is calculated annually for financial reporting purposes. The Campus has no rebatable arbitrage liability at June 30, 2011.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

Note 2 - Cash And Cash Equivalents, Other Deposits, And Investments

Most deposits and investments of the Campus are under the control of the State Treasurer who, by law, has sole authority for investing State funds. Certain deposits and investments are deposited with or managed by financial institutions and brokers as restricted by donors. Deposits and investments of the Campus' discretely presented component unit are not under the State Treasurer's control and are deposited or invested by financial institutions and brokers.

The following schedule reconciles deposits and investments within the notes to the statement of net assets amounts:

Statement of Net Assets		Notes	
Cash and cash equivalents (current)	\$ 17,089,326	Cash on hand	\$ 158,888
Restricted cash and cash equivalents for (current):		Deposits held by State Treasurer	22,289,053
Debt service	316,406	Other deposits	375
Scholarships, research, instruction, and other	615,277	Other investments	53,605
Capital projects	4,347,133		
Restricted cash and cash equivalents (non-current):			
Federal student loans	80,174		
Investments (noncurrent)	53,605		
	<u>\$ 22,501,921</u>		<u>\$ 22,501,921</u>

Deposits Held by State Treasurer

State law requires full collateralization of all State Treasurer bank balances. The State Treasurer must correct any deficiencies in collateral within seven days. Information pertaining to the reported amounts, fair values, and credit risk of the State Treasurer's deposits and investments is disclosed in the Comprehensive Annual Financial Report of the State of South Carolina.

With respect to the investments in the State's internal cash management pool, all of the State Treasurer's investments are insured or registered or are investments for which the securities are held by the State or its agents in the State's name. Information pertaining to the reported amounts, fair values, and the credit risk of the State Treasurer's investments is disclosed in the Comprehensive Annual Financial Report of the State of South Carolina.

Other Deposits

The Campus' other deposits at year-end were entirely covered by federal depository insurance or were fully collateralized by securities held by the pledging bank's trust department.

Other Investments

The Campus has other investments which are managed by its component unit as specified by the donors. Purchased investments are valued at fair value. Investments received

from donors are valued at the lesser of their fair value on the date promised or received or fair value as of fiscal year-end.

Custodial credit risk is the risk that in the event of a failure of the counterparty to a transaction, the Campus will not be able to recover the value of the investments or collateral securities that are in possession of an outside party.

The Campus does not have a formal investment policy that limits investment maturities as a means of managing its exposure to fair value losses arising from increasing interest rates.

Other investments totaling \$53,605 were collateralized by securities held by the pledging bank's trust department but not in the Campus' name.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

Note 3 - Receivables

Accounts Receivable

Accounts receivable consisted of the following:

Students and sponsors	\$ 784,243
Auxiliary enterprises	123,030
Federal grants and contracts	610,032
State grants and contracts	22,164
Accrued interest	<u>39,884</u>
	1,579,353
Less allowance for doubtful accounts	<u>(376,653)</u>
Accounts receivable, net	<u>\$ 1,202,700</u>

Allowances for losses are based upon actual losses experienced in prior years and evaluations of the current accounts.

Student Loans Receivable

Student loans made through the Federal Perkins and the Federal Nursing and Health Professions loan programs comprise substantially all of the student loans receivable, and are restricted for such loans. The loan programs provide various repayment options: students have the right to repay the loans over periods up to 10 years depending on the amount of the loan and loan cancellation privileges the student may exercise.

The amount reported as a federal loan liability is the amount of federal contributions and net earnings on the loans that would have to be repaid to the federal government if the Campus ceased to participate in the programs.

As the Campus determines that loans are uncollectible, the loans are assigned to the federal agency administering the loan programs.

Capital Improvement and Infrastructure Bonds Receivable

The capital improvement and infrastructure bonds receivable represents outstanding bond fund proceeds that have been expended but not yet drawn.

The State has authorized capital improvement bonds and state university infrastructure bonds to fund improvements and expansion of state facilities. The Campus is not obligated to repay these funds to the State. Authorized funds can be requested once the State authorities have given approval to begin specific projects and project expenditures have been incurred.

The Campus has \$696,278 of outstanding state capital improvement bond authorization and \$188,558 of outstanding state university infrastructure bond authorization. These funds are available but have not been drawn down yet because the expenditures have not been incurred.

Notes Receivable

As authorized by South Carolina Code of Laws, the Campus may lend certain of its endowment and auxiliary funds to the University of South Carolina Educational Foundation, a related party. Under the terms of the agreement, the Campus will earn interest on the principal and cumulative interest balance at a monthly rate as determined by the State Treasurer.

The principal balance of \$105,000 and the related cumulative accrued interest receivable of \$4,325 respectively are included in the Notes Receivable, and Accounts Receivable, net.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

Note 4 - Capital Assets

	<u>June 30, 2010</u>	<u>Additions</u>	<u>Reductions</u>	<u>June 30, 2011</u>
Capital assets not being depreciated:				
Land and improvements	\$ 245,000	\$ -	\$ -	\$ 245,000
Construction in-progress	<u>2,030,530</u>	<u>893,205</u>	<u>1,166,677</u>	<u>1,757,058</u>
Total capital assets not being depreciated	<u>2,275,530</u>	<u>893,205</u>	<u>1,166,677</u>	<u>2,002,058</u>
Other capital assets:				
Land improvements	2,303,446	-	-	2,303,446
Buildings and improvements	90,177,251	1,166,677	-	91,343,928
Machinery, equipment, and other	5,445,761	502,763	28,687	5,919,837
Vehicles	<u>856,272</u>	<u>230,047</u>	<u>28,110</u>	<u>1,058,209</u>
Total capital assets at historical cost	<u>98,782,730</u>	<u>1,899,487</u>	<u>56,797</u>	<u>100,625,420</u>
Less accumulated depreciation for:				
Land improvements	725,501	75,277	-	800,778
Buildings and improvements	23,064,405	2,364,044	-	25,428,449
Machinery, equipment, and other	3,318,856	545,955	21,267	3,843,544
Vehicles	<u>658,349</u>	<u>105,286</u>	<u>23,354</u>	<u>740,281</u>
Total accumulated depreciation	<u>27,767,111</u>	<u>3,090,562</u>	<u>44,621</u>	<u>30,813,052</u>
Other capital assets, net	<u>71,015,619</u>	<u>(1,191,075)</u>	<u>12,176</u>	<u>69,812,369</u>
Capital Assets, Net	<u>\$ 73,291,149</u>	<u>\$ (297,870)</u>	<u>\$ 1,178,853</u>	<u>\$ 71,814,426</u>

Note 5 - Pension Plans

The Retirement Division of the State Budget and Control Board maintains four independent defined benefit plans and issues its own publicly available Comprehensive Annual Financial Report (CAFR) which includes financial statements and required supplementary information. A copy of the separately issued CAFR may be obtained by writing to the Retirement Division, 202 Arbor Lake Drive, Columbia, South Carolina 29223. Furthermore, the Division and the four pension plans are included in the CAFR of the State of South Carolina.

Article X, Section 16 of the South Carolina Constitution requires that all State-operated retirement systems be funded on a sound actuarial basis. Title 9 of the South Carolina Code of Laws of 1976, as amended, prescribes requirements relating to membership, benefits, and employee/employer contributions for each pension plan. Employee and employer contribution rates for the South Carolina Retirement System and the Police Officers Retirement System are actuarially determined. Annual benefits, payable monthly for life, are based on length of service and on average final compensation.

South Carolina Retirement System

The majority of employees of the Campus are covered by a retirement plan through the South Carolina Retirement System (SCRS), a cost-sharing multiple-employer defined

benefit pension plan administered by the Retirement Division, a public employee retirement system. Generally all State employees are required to participate in and contribute to the SCRS as a condition of employment unless exempted by law as provided in Section 9-1-480 of the South Carolina Code of Laws. This plan provides retirement annuity benefits as well as disability, cost of living adjustment, death, and group-life insurance benefits to eligible employees and retirees.

Since July 1, 2006, employees participating in the SCRS have been required to contribute 6.5 percent of all compensation. Effective July 1, 2010, the employer contribution rate became 13.14 percent which included a 3.9 percent surcharge to fund retiree health and dental insurance coverage. The Campus' actual contributions to the SCRS for the three most recent fiscal years ending June 30, 2011, 2010, and 2009, were \$1,839,000, \$1,827,000, and \$1,837,000, respectively, and equaled the required contributions of 9.24 percent (excluding the surcharge) for each year. Also, the Campus paid employer group-life insurance contributions of \$30,000 in the current fiscal year at the rate of .15 percent of compensation.

Police Officers Retirement System

The South Carolina Police Officers Retirement System (PORS) is a cost-sharing multiple-employer defined benefit public employee retirement plan administered by the Retirement Division. Generally all full-time employees

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

whose principal duties are the preservation of public order or the protection or prevention and control of property destruction by fire are required to participate in and contribute to the System as a condition of employment. This plan provides annuity benefits as well as disability and group-life insurance benefits to eligible employees and retirees. In addition, participating employers in the PORS contribute to the accidental death fund which provides annuity benefits to beneficiaries of police officers and firemen killed in the actual performance of their duties. These benefits are independent of any other retirement benefits available to the beneficiary.

Since July 1, 1988, employees participating in the PORS have been required to contribute 6.5 percent of all compensation. Effective July 1, 2010 the employer contribution rate became 15.03 percent which, as for the SCRS, includes the 3.9 percent surcharge. The Campus' actual contributions to the PORS for the years ending June 30, 2011, 2010, and 2009 were \$70,000, \$65,000, and \$60,000, respectively, and equaled the required contributions of 11.13 percent (excluding the surcharge) for each year. Also, the Campus paid employer group-life insurance contributions of \$1,300 and accidental death insurance contributions of \$1,300 in the current fiscal year for PORS participants. The rate for each of these insurance benefits is .20 percent of compensation.

Optional Retirement Program

State employees may elect to participate in the Optional Retirement Program (ORP), a defined contribution plan. The ORP was established in 1987 under Title 9, Chapter 17, of the South Carolina Code of Laws. The ORP provides retirement and death benefits through the purchase of individual fixed or variable annuity contracts which are issued to, and become the property of, the participants. The State assumes no liability for this plan other than for payment of contributions to designated insurance companies.

ORP participation is available to all employees who meet all eligibility requirements for membership in the SCRS. To elect participation in the ORP, eligible employees must waive SCRS membership within their first thirty days of employment.

Under State law, contributions to the ORP are required at the same rates as for the SCRS, 9.24 percent plus the retiree surcharge of 3.9 percent from the employer in fiscal year 2011.

Certain of the Campus' employees have elected to be covered under optional retirement plans. For the fiscal year, total contribution requirements to the ORP were \$778,000 (excluding the surcharge) from the Campus as employer and \$547,000 from its employees as plan members. In fiscal year 2011, the Campus paid \$13,000 for group-life insurance coverage for these employees. All amounts were remitted directly to the respective annuity policy providers. The obligation for payment of benefits resides with the insurance companies.

Deferred Compensation Plans

Several optional deferred compensation plans are available to State employees and employers of its political subdivisions. Certain employees of the Campus have elected to participate. The multiple-employer plans, created under Internal Revenue Code Sections 457, 401(k), and 403(b), are administered by third parties and are not included in the Comprehensive Annual Financial Report of the State of South Carolina. Compensation deferred under the plans is placed in trust for the contributing employee. The State has no liability for losses under the plans. Employees may withdraw the current value of their contributions when they terminate State employment. Employees may also withdraw contributions prior to termination if they meet requirements specified by the applicable plan.

Teacher and Employee Retention Incentive

Effective January 1, 2001, Section 9-1-2210 of the South Carolina Code of Laws allows employees eligible for service retirement to participate in the Teacher and Employee Retention Incentive (TERI) Program. TERI participants may retire and begin accumulating retirement benefits on a deferred basis without terminating employment for up to five years. Upon termination of employment or at the end of the TERI period, whichever is earlier, participants will begin receiving monthly service retirement benefits which will include any cost of living adjustments granted during the TERI period. Participants who entered the TERI program prior to July 1, 2005 do not make SCRS contributions, do not earn service credit, and are ineligible to receive group life insurance benefits or disability retirement benefits. Participants who entered the TERI program as of July 1, 2005 or after are required to make SCRS contributions but do not earn service credit, and are ineligible to receive disability retirement benefits.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

Note 6 - Postemployment And Other Employee Benefits

Plan Description

In accordance with the South Carolina Code of Laws and the annual Appropriation Act, the State of South Carolina provides post-employment health and dental and long-term disability benefits to retired State and school district employees and their covered dependents. The Campus contributes to the Retiree Medical Plan (RMP) and the Long-term Disability Plan (LTDP), cost-sharing multiple-employer defined benefit postemployment healthcare and long-term disability plans administered by the Employee Insurance Program (EIP), a part of the State Budget and Control Board (SBCB). Generally, retirees are eligible for the health and dental benefits if they have established at least ten years of retirement service credit. For new hires May 2, 2008 and after, retirees are eligible for benefits if they have established twenty-five years of service for 100% employer funding and fifteen through twenty-four years of service for 50% employer funding. Benefits become effective when the former employee retires under a State retirement system. Basic long-term disability (BLTD) benefits are provided to active state, public school district and participating local government employees approved for disability.

Funding Policies

Section 1-11-710 and 1-11-720 of the South Carolina Code of Laws of 1976, as amended, requires these postemployment healthcare and long-term disability benefits be funded through annual appropriations by the General Assembly for active employees to the EIP and participating retirees to the SBCB except the portion funded through the pension surcharge and provided from other applicable sources of the EIP for its active employees who are not funded by State General Fund appropriations. Employers participating in the RMP are mandated by State statute to contribute at a rate assessed each year by the Office of the State Budget, 3.9% of annual covered payroll for 2011 and 3.5% for 2010. The EIP sets the employer contribution rate based on a pay-as-you-go basis. The Campus paid approximately \$1,128,000 and \$996,000 applicable to the surcharge included with the employer contribution for retirement benefits for the fiscal years ended June 30, 2011 and 2010, respectively. BLTD benefits are funded through a per person premium charged to State agencies, public school districts, and other

participating local governments. The monthly premium per active employee paid to EIP was \$3.23 for the fiscal years ended June 30, 2011 and 2010.

Effective May 1, 2008, the State established two trust funds through Act 195 for the purpose of funding and accounting for the employer costs of retiree health and dental insurance benefits and long-term disability insurance benefits. The South Carolina Retiree Health Insurance Trust Fund is primarily funded through the payroll surcharge. Other sources of funding include additional State appropriated dollars, accumulated EIP reserves, and income generated from investments. The Long Term Disability Insurance Trust Fund is primarily funded through investment income and employer contributions.

One may obtain complete financial statements for the benefit plans and the trust funds from Employee Insurance Program, 1201 Main Street, Suite 360, Columbia, SC 29201.

Note 7 - Contingencies, Litigation, And Project Commitments

The Campus is party to various lawsuits arising out of the normal conduct of its operations. In the opinion of Campus management, there are no material claims or lawsuits against the Campus that are not covered by insurance or whose settlement would materially affect the Campus' financial position.

The Campus participates in certain Federal grant programs. These programs are subject to financial and compliance audits by the grantor or its representative. Such audits could lead to requests for reimbursement to the grantor agency for expenditures disallowed under terms of the grant. Management believes disallowances, if any, would not be material.

The Campus had outstanding commitments under construction contracts of \$31,809 for capital and \$745,402 for noncapital projects. The Campus anticipates funding these projects out of current resources, current and future bond issues, private gifts, student fees, and state capital improvement bond proceeds.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

Note 8 - Lease Obligations

Real Property Operating Leases

	<u>External Parties</u>
2012	\$ 654,001
2013	650,001
2014	650,001
2015	650,001
2016	650,001
2017-2021	3,250,000
2022-2026	3,250,000
2027-2030	<u>2,491,667</u>
Total minimum lease payments	<u>\$ 12,245,672</u>

The payment schedule above relates to noncancelable operating leases having remaining terms of more than one year and expiring in various fiscal years from 2012-2030. Certain operating leases provide for renewal options at their fair rental value at the end of their lease term. Total real property operating lease payments were \$856,836 for fiscal year 2011. In the current fiscal year, the Campus incurred expenses of \$25,283 for office copier contingent rentals on a cost per copy basis.

Capital Leases

Buildings and land held by the Campus as of June 30, 2011:

	<u>Value at Lease Inception</u>	<u>Accumulated Depreciation</u>	<u>Net</u>
Buildings	\$ 393,703	\$ 78,741	\$ 314,962
Land	245,000	-	245,000

The future minimum capital lease obligations and the net present value of the minimum capital lease payments are as follows:

2012	\$ 78,000
2013	78,000
2014	78,000
2015	78,000
2016	78,000
2017-2020	<u>273,000</u>
Total minimum lease payments	663,000
Less amount representing interest	<u>104,223</u>
Present value of minimum lease payments	<u>\$ 558,777</u>

Capital lease obligations consists of:

Agreement with USC Upstate Foundation for land and building, dated February 2010, payable in monthly principal payments of \$6,500, with a fixed interest rate of 4.11%. This agreement expires in December 2019.

\$ 558,777

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

Note 9 - Bonds and Notes Payable

Bonds Payable

Bonds payable consisted of the following:

	<u>Interest Rates</u>	<u>Maturity Dates</u>	<u>Balance</u>
State Institution Bonds			
Series 2001B	4.5%	07/01/11	\$ 70,000
Series 2006B	3.25% to 5.25%	04/01/26	8,715,000
Series 2009B	3.0% to 5.0%	04/01/26	5,530,000
Series 2011A refunding	2.0% to 5.0%	03/01/22	<u>885,000</u>
Total State Institution Bonds			<u>15,200,000</u>
Revenue Bonds			
Series 2005A Refunding	4.0% to 5.0%	06/01/17	1,800,000
Series 2009A	2.75% to 5.0%	06/01/39	<u>27,835,000</u>
Total Revenue Bonds			<u>29,635,000</u>
Total Bonds Payable			<u>\$ 44,835,000</u>

State institution bonds are general obligation bonds of the State backed by the full faith, credit, and taxing power of the State. Tuition revenue is pledged up to the amount of the annual debt requirements for the payment of principal and interest on state institution bonds. The legal debt margin for state institution bonds is that the maximum amount of annual debt service shall not exceed ninety percent of the sums received from tuition and fees for the preceding fiscal year.

Tuition fees used to calculate the Campus' debt service limit on bond indebtedness for the preceding year were \$2,620,473, which results in a legal annual debt service at June 30, 2011 of \$2,358,426. The annual debt service payments for state institution bonds for the fiscal year were \$2,315,645. Tuition revenue pledged in fiscal year 2011 was \$2,688,847 for state institution bonds.

On March 3, 2011, the Campus issued \$885,000 state institution refunding bonds to partially advance the Series 2001B state institution bonds maturing from July 1, 2012 to July 1, 2021 and callable July 1, 2011. The refunding transactions resulted in a deferred loss on refunding of \$30,976, and aggregate debt payment reduction of \$89,253 over the next eleven years and an economic gain of \$94,294.

The refunding bonds were used to purchase securities that were placed in an irrevocable trust for the purpose of generating resources for all future debt service payments related to \$915,000 of Campus bonds. As a result, the

refunded bonds are considered to be defeased and the liability has been removed from the statement of net assets.

General revenue bonds are payable from a pledge of net revenues derived by the Campus from the operation of the facilities constructed with the bond proceeds. General revenue bonds may also be payable from a pledge of additional funds.

Additional funds are all available funds and academic fees of the Campus which are not (i) otherwise designated or restricted; (ii) funds derived from appropriations; and (iii) tuition funds pledged to the repayment of state institution bonds. Pledged net revenues for general revenue bonds in fiscal year 2011 were \$2,167,738.

The Campus has secured insurance contracts for revenue bonds which guarantee payment of principal and interest, in the event such required payment has not been made, for a period equal to the final maturity of the bonds. Certain amounts of the bonds payable are callable at the option of the Campus.

The Campus believes it is in compliance with all related bond covenants of its issued debt.

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Notes to the Financial Statements

The scheduled maturities of the Campus bonds payable by type are as follows:

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
State Institution Bonds			
2012	\$ 805,000	\$ 636,406	\$ 1,441,406
2013	755,000	608,106	1,363,106
2014	780,000	575,969	1,355,969
2015	810,000	542,219	1,352,219
2016	835,000	507,006	1,342,006
2017-2021	4,680,000	1,901,669	6,581,669
2022-2026	5,330,000	855,932	6,185,932
2027-2029	1,205,000	109,431	1,314,431
Total	<u>\$ 15,200,000</u>	<u>\$ 5,736,738</u>	<u>\$ 20,936,738</u>

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Revenue Bonds			
2012	\$ 835,000	\$ 1,336,238	\$ 2,171,238
2013	860,000	1,308,487	2,168,487
2014	890,000	1,279,188	2,169,188
2015	920,000	1,248,187	2,168,187
2016	955,000	1,214,488	2,169,488
2017-2021	3,840,000	5,589,562	9,429,562
2022-2026	4,265,000	4,809,938	9,074,938
2027-2031	5,335,000	3,743,512	9,078,512
2032-2036	6,790,000	2,287,750	9,077,750
2037-2039	4,945,000	502,500	5,447,500
Total	<u>\$ 29,635,000</u>	<u>\$ 23,319,850</u>	<u>\$ 52,954,850</u>

Notes Bonds

Notes payable consisted of the following:

University note payable for energy efficiency projects, dated December 2010, payable in a single installment of \$3,744 at no interest in December 2011.

\$ 3,744

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

Note 10 - Long-Term Liabilities

Long-term liability activity was as follows:

	<u>June 30, 2010</u>	<u>Additions</u>	<u>Reductions</u>	<u>June 30, 2011</u>	<u>Due Within One Year</u>
Bonds payable					
State institution bonds	\$ 15,950,000	\$ 885,000	\$ 1,635,000	\$ 15,200,000	\$ 805,000
Revenue bonds	<u>30,440,000</u>	<u>-</u>	<u>805,000</u>	<u>29,635,000</u>	<u>835,000</u>
	46,390,000	885,000	2,440,000	44,835,000	1,640,000
Add: unamortized bond premiums	99,554	60,976	14,222	146,308	19,698
Less: unamortized bond discounts	459,505	-	15,845	443,660	15,845
Less: unamortized loss on bond refunding	<u>99,155</u>	<u>30,976</u>	<u>14,165</u>	<u>115,966</u>	<u>17,141</u>
Total bonds payable	45,930,894	915,000	2,424,212	44,421,682	1,626,712
Notes Payable	-	3,744	-	3,744	3,744
Capital lease obligations	<u>612,606</u>	<u>-</u>	<u>53,829</u>	<u>558,777</u>	<u>56,083</u>
Total bonds payable and capital lease obligations	<u>46,543,500</u>	<u>918,744</u>	<u>2,478,041</u>	<u>44,984,203</u>	<u>1,686,539</u>
Other liabilities					
Accrued compensated absences	1,619,810	795,882	745,100	1,670,592	785,178
Federal loan funds	<u>885,605</u>	<u>-</u>	<u>11,577</u>	<u>874,028</u>	<u>-</u>
Total other liabilities	<u>2,505,415</u>	<u>795,882</u>	<u>756,677</u>	<u>2,544,620</u>	<u>785,178</u>
Total long-term liabilities	<u>\$ 49,048,915</u>	<u>\$ 1,714,626</u>	<u>\$ 3,234,718</u>	<u>\$ 47,528,823</u>	<u>\$ 2,471,717</u>

Additional information regarding bonds payable is included at Note 9.

UNIVERSITY OF SOUTH CAROLINA - UPSTATE

Notes to the Financial Statements

Note 11 - Component Unit

The USC Upstate Foundation (the Foundation) is a separately chartered legal entity whose activities are related to those of the Campus. The Foundation exists primarily to provide financial assistance and other support to the Campus and its educational program. Because the activities and resources of this entity are for the sole benefit of the Campus, it is considered a component unit of the Campus and is discretely presented in the Campus' financial statements accordingly as a non-governmental reporting entity.

Following is a more detailed discussion of this entity and a summary of significant transactions (if any) between this entity and the Campus.

The Foundation was established to accept gifts for charitable, benevolent, cultural, and education purposes and to provide student housing and other real property for the exclusive use and benefit of the Campus. The Campus receives funds from the Foundation for scholarships and reimbursement for personnel and student housing services provided by the Campus. The Foundation's capital debt liability is \$35,504,316 which exists to provide capital assets for the Campus. Complete financial statements for the Foundation can be obtained at USC Upstate Foundation, 800 University Way, Spartanburg, SC 29303.

Various transactions occur between the Campus and the component units. A summary of those transactions follows:

Funds received from the Foundation	<u>\$ 731,108</u>
Funds paid to the Foundation	<u>\$ 85,854</u>

Note 12 - Risk Management

The Campus has a comprehensive risk management program which incorporates the fundamentals of risk identification, risk evaluation, risk control and risk financing alternatives in reducing loss potential. The risk management office mitigates the financial consequences of physical, human, and financial loss by purchasing insurance through the State Budget and Control Board, Office of the Insurance Reserve Fund (IRF). As needed, the IRF policies are supplemented by the purchase of policies through the private insurance market. Several sections of the South Carolina Code of Laws authorize and require the State Budget and Control Board, through the IRF, to provide insurance to governmental entities. These statutes in turn

require most state entities to purchase insurance through the IRF. These sections include:

Title 1 - Administration of Government, Section 1-11-140 - 141. Authority to provide tort liability insurance to governmental entities, their employees, and charitable medical facilities.

Title 1 - Administration of Government: Section 1-11-147. Automobile Liability Reinsurance.

Title 10 - Public Buildings and Property: Section 10-7-10 through 10-7-40. Authority to insure public buildings and contents.

Title 10 - Public Buildings and Property: Section 10-7-12. Authority to purchase reinsurance.

Title 10 - Public Buildings and Property: Section 10-7-130. Authority to hold monies paid as premiums for the purpose of paying Insured losses.

Title 11 - Public Finance: Section 11-9-75. Debt Collection Procedures.

Title 15 - Civil Remedies and Procedures: Section 15-78-10 through 15-78-150. S.C. Governmental Tort Claims Act. Authority to provide liability insurance.

Title 38 - Insurance: Section 38-13-190. Requires South Carolina Insurance Department Audits of Insurance Reserve Fund Finance.

Title 59 - Education: Section 59-67-710 & 59-67-790. Authority to insure school buses and pupils transported by school bus.

Title 59 - Education: Section 59-67-790. Pupil Injury Fund.

The IRF functions as a governmental insurance operation with the mission to provide insurance specifically designed to meet the needs of governmental entities at the lowest possible cost. The IRF operates like an insurance company, by issuing policies, collecting premiums (based on actuarially calculated rates), and by paying claims from the accumulated premiums in accordance with the terms and conditions of the insurance policies it has issued.

All premiums received by the IRF are deposited with the Office of the State Treasurer where the funds are maintained as the IRF Trust Account. By statutory requirement, these funds are to be used to pay claims and operating expenses of the fund. The Office of the State Treasurer is responsible for investing these funds. The

UNIVERSITY OF SOUTH CAROLINA - UPSTATE
Notes to the Financial Statements

costs of settled claims have not exceeded the Campus' insurance coverage in any of the past three years.

The IRF uses no agents, brokers, or advertising, and does not actively solicit accounts. The lack of a profit motive and the lack of acquisition expenses such as agents' commissions, along with the use of the investment income in rate determination allows the IRF to maintain the lowest possible rate structure. Not all governmental entities elect to purchase their insurance through the IRF. The South Carolina Tort Claims Act allows political subdivisions of the State access to other mechanisms to meet their insurance needs at their discretion. Some entities participate in other self-insurance pools, some purchase commercial insurance, and some elect to self-insure their insurance exposures.

The various types of property insurance policies maintained by the Campus include: Building and Personal Property, Inland Marine, Data Processing Equipment, Business Interruption and Builders' Risk. Additionally, risk management maintains a variety of casualty insurance policies including Automobile and Aircraft Property Damage and Liability, Directors and Officers Liability, General Tort Liability, Medical Professional Liability, an Employee Fidelity Bond, and Student Workers' Compensation.

Note 13 - Operating Expenses By Function

Operating expenses by functional classification are summarized as follows:

	Salaries and Wages	Fringe Benefits	Services and Supplies	Utilities	Scholarships and Fellowships	Depreciation	Total
Instruction	\$ 17,487,022	\$ 4,768,968	\$ 2,116,397	\$ -	\$ 3,068	\$ -	\$ 24,375,455
Research	33,386	3,802	93,703	-	784	-	131,675
Public service	1,008,717	290,521	997,269	-	18,723	-	2,315,230
Academic support	1,726,726	497,793	2,770,574	-	1,512	-	4,996,605
Student services	4,664,764	1,232,806	2,744,511	-	3,395	-	8,645,476
Institutional support	3,674,735	981,648	1,378,952	-	152	-	6,035,487
Operation and plant maintenance	2,671,530	876,219	5,705,473	1,575,620	18	-	10,828,860
Auxiliary enterprises	761,793	166,040	2,452,529	289,958	-	-	3,670,320
Scholarships and fellowships	-	31,383	12,705	-	2,055,525	-	2,099,613
Depreciation	-	-	-	-	-	3,090,562	3,090,562
Total operating expenses	<u>\$ 32,028,673</u>	<u>\$ 8,849,180</u>	<u>\$ 18,272,113</u>	<u>\$ 1,865,578</u>	<u>\$ 2,083,177</u>	<u>\$ 3,090,562</u>	<u>\$ 66,189,283</u>



**REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING
AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF
FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH
GOVERNMENT AUDITING STANDARDS**

The Board of Trustees
University of South Carolina
Columbia, South Carolina

We have audited the financial statements of the business-type activities of the University of South Carolina - Upstate (the Campus) a campus of the University of South Carolina, as of and for the year ended June 30, 2011, which collectively comprise the Campus' basic financial statements, and have issued our report thereon dated October 14, 2011. Another auditor audited the financial statements of the USC Upstate Foundation (the Foundation) as described in our report on the Campus' financial statements. The financial statements of the Foundation were not audited in accordance with *Government Auditing Standards*, except as discussed in the preceding sentence; we conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

Management of the Campus is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered the Campus' internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Campus' internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Campus' internal control over financial reporting.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Campus' financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in internal control that might be significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Campus' financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

This report is intended solely for the information and use of management, the Board of Trustees and the Southern Associations of Colleges and Schools and is not intended to be and should not be used by anyone other than those specified parties.

Elliott Davis, LLC

Columbia, South Carolina
October 14, 2011